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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

JOINT PETITION OF

AT RICHMOND, NOVEMBER 3, 1999

AT&T CORP.

CASE NO. PUA990043

and

MEDIAONE GROUP, INC.

For approval of change of control  
of MEDIAONE TELECOMMUNICATIONS  
OF VIRGINIA, INC.

**ORDER EXTENDING TIME FOR FILING OF STAFF REPORT**

On July 21, 1999, AT&T Corp. ("AT&T") and MediaOne Group, Inc. ("MediaOne"), (collectively, "Petitioners"), filed a Joint Petition requesting approval of a proposed transaction that would result in AT&T's acquiring indirect control of the regulated telecommunications operations of MediaOne Telecommunications of Virginia, Inc. ("MediaOne-VA").

Pursuant to § 56.88.1 of the Code of Virginia, the Commission has sixty days in which to approve or disapprove such petition and may extend that time for a period not to exceed an additional 120 days. By prior Order, the Commission extended the period for review of the transaction proposed in this proceeding from September 19, 1999, to January 17, 2000. The Commission directed its Staff to review the Joint Petition and to file a report detailing the results of its investigation on or before November 9, 1999.

On November 1, 1999, Staff filed a Motion to Extend the Time for the Filing its Report for a period of two weeks, from November 9, 1999, to November 23, 1999. Staff stated that it will require additional time to address the issues raised in this proceeding. It further stated that it has contacted counsel for the Petitioners, Bell Atlantic-Virginia, Inc., and MCI WorldCom, Inc.,

and these parties do not object to such extension provided that they also are granted an extension of time for filing responses to Staff's Report, from November 24, 1999, to December 6, 1999.

NOW THE COMMISSION, upon consideration of the foregoing, finds that Staff's request for an extension of time is reasonable and should be granted. Given Staff's representation that the Petitioners and other parties do not object to said extension if an extension of time for filing responses to Staff's Report similarly is provided, we will extend the period for the filing of responses to the Staff Report, from November 24, 1999, to December 6, 1999.

Accordingly, IT IS ORDERED THAT:

(1) The time by which Staff shall file its Report in this matter is extended from November 9, 1999, to November 23, 1999.

(2) The time by which the Petitioners and any other interested parties may file a response to the Staff Report is hereby extended from November 24, 1999, to December 6, 1999.

(3) This matter shall be continued generally.